

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
CYNTHIA THORNTON and FAIN KOLINSKY, a/k/a
Fain Clark, individually and on behalf of all others
similarly situated,

Case No.
09 CV 5901 (LAK)(DF)

Plaintiffs,

-against-

BELKIN, BURDEN, WENIG & GOLDMAN, LLP,

Defendant.
-----X

**DECLARATION OF JAMES B. FISHMAN
IN SUPPORT OF JOINT MOTION FOR
CONDITIONAL APPROVAL OF SETTLEMENT**

JAMES B. FISHMAN, an attorney admitted to the bar of this Court, declares,
under penalty of perjury that:

1. I am a member of the law firm, Fishman & Mallon, attorneys for plaintiffs, Cynthia Thornton and Fain Kolinsky a/k/a Fain Clark, individually and on behalf of all others similarly situated ("Plaintiffs"). I am fully familiar with the facts and circumstances set forth herein. I make this Affidavit in support of the Joint Motion for Preliminary Approval of Settlement.
2. Annexed hereto as Exhibit 1 is a true and correct copy of the Settlement Agreement entered into by the Parties as of June 29, 2010.
3. Annexed hereto as Exhibit 2 is a true and correct copy of the proposed Class Notice.

4. Annexed hereto as Exhibit 3 is a true and correct copy of the proposed Conditional Order.

5. Annexed hereto as Exhibit 4 is a true and correct copy of the proposed Final Judgment.

6. It is respectfully submitted that, as further delineated in the accompanying Joint Memorandum of Law, that the proposed Settlement is in the best interests of the class.

WHEREFORE, it is respectfully requested that the court (i) conditionally approve the proposed Settlement; (ii) conditionally approve the defined Class for the purposes of Settlement; (iii) approve the proposed form and method of Class Notice; and (iv) schedule a Fairness Hearing at which the Court will consider final approval of the Settlement, together with such other and further relief as to the Court seems just and proper.

Dated: Garden City, New York
October 20, 2010



JAMES B. FISHMAN (JF 8998)